

Exhibit B
(Retention Affidavit)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re:

SOUTHERN SKY AIR & TOURS, LLC
D/B/A DIRECT AIR,

Debtor.

Case No. 12-40944 (MSH)

Chapter 11

**AFFIDAVIT OF PROFESSIONAL PERSON REGARDING DEBTOR'S
APPLICATION FOR AUTHORITY TO EMPLOY
AND RETAIN ASI ADVISORS, LLC AS FINANCIAL ADVISORS**

I, Donald A. Stukes, hereby depose and say:

1. I am a Partner with ASI Advisors, LLC ("ASI Advisors") with an office at 445 Hamilton Avenue, White Plains, NY 10601. I am authorized to perform work described in the annexed application for an order authorizing the employment and retention of ASI Advisors as financial advisors to the Debtor (the "Application")¹ and to execute this Affidavit.

2. I hereby represent that neither I nor any member of ASI Advisors holds or represents any interest adverse to the bankruptcy estate of Southern Sky Air & Tours, LLC d/b/a Direct Air (the "Debtor") or affiliates of the Debtor.

3. I hereby represent that, except as set forth herein and in the Application, neither I nor ASI Advisors have any connection with the Debtor, the Debtor's creditors, other parties in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee

4. I am the Senior Managing Director of and Partner with ASI Advisors. I am also a manager and member of Stukes Atwood, LLC. Stukes Atwood, LLC, previously held a 3%

¹ All capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Application.

membership interest in the Debtor, and I previously served on the Board of Managers of the Debtor. Prior to the Petition Date, Stukes Atwood, LLC, surrendered its membership interest and beneficial interest in the Debtor to Avondale Aviation I, LLC, and I resigned from the Board of Managers.²

5. ASI Advisors may serve as a professional person in other matters, wholly unrelated to the Debtor or its case, in which attorneys and other professional persons retained by the Debtor, its creditors and other parties in interest have also been engaged.

6. I hereby represent that, except as disclosed herein, (i) I am and each member of ASI Advisors is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14) (as modified by section 1107(b) of the Bankruptcy Code).

7. I hereby represent that neither I nor ASI Advisors has agreed to share with any person (except members of ASI Advisors and as otherwise provided in the Engagement Letter attached to the Application) the compensation to be paid for the services rendered in the above-referenced case.

8. ASI Advisors is holding a retainer in the amount of \$15,000. Such amount, upon information and belief, was generated by Mr. Hank Torbert, Chairman of the Debtor from Mr. Torbert's personal funds.

9. I shall amend this Affidavit immediately upon my learning that (a) any of the within representations are incorrect, or (b) there is any change of circumstance relating thereto.

10. I have reviewed the provisions of MLBR 2016-1.

² Due to the technical provisions of the operating agreement in order for Stukes & Atwood LLC ASI to transfer titled in and to its' membership interests to Avondale, consent of the majority of the Prior Owners is required. Given the unsettled state of affairs that the Debtor was in, Stukes & Atwood LLC was unable to formerly transfer title to such membership interest prior to the Petition Date. I am the sole member of Stukes & Atwood LLC and I have surrendered all of my interests in that entity as well.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 28, 2012



Donald A. Stukes
ASI Advisors, LLC
445 Hamilton Avenue, Suite 1102
White Plains, NY 10601
Tel (914)358-0032
Fax (914) 358-0033
dstukes@asi-advisors.com